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June 17, 2002

Tennessee Regulatory Authority
David Waddell, Executive Secretary
460 James Robertson Parkway
Nashville, TN 37243

RE: *In the Matter of Notice of Rulemaking Amendments for Telephone Service
Providers*
Docket No. 00-00873

Dear Mr. Waddell:

On behalf of BellSouth Advertising and Publishing Corporation, I am submitting this letter in response to the newly redrafted rules, as posted June 12, 2002 on the Authority's website. BAPCO objects specifically to two changes in Rule 1220-4-2-.09 concerning white pages directories.

1. Newly redrafted proposed Rule 1220 -4-2-.09(1) requires that directories utilize "at least an 8 point font letter size" in printing customer listings. BAPCO objects to this new requirement. In the 18 months these proposed rules have been pending, through three previous drafts, multiple workshops and comment periods, this is the first time font size has been raised as an issue. BAPCO contends this new requirement is out of step with prevailing industry standards nationally, is unsupported by the evidence submitted in this docket and, at the very least, requires proper notice and opportunity for discussion prior to the Authority taking action. Reason as well as legal considerations dictate that industry input be sought before requiring an increase in the size of published directory fonts. BAPCO is engaged currently in evaluating a number of aspects of its publishing process that affect the presentation of the directories it publishes. BAPCO submits that the Authority should consider the input that BAPCO and others have to provide before considering the proposed change.

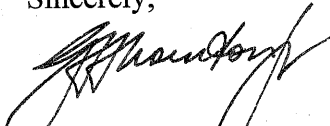
2. Proposed Rule 1220-4-2-.09(7) now would require "the name of the telecommunications service provider" to be placed on the cover of the directory. It is not clear whom the Authority means by "telecommunications service provider" or whether the Authority, in making this change, now intends to require all providers to publish their own directories. Secondly, a requirement that a directory publisher place the name of a telecommunications service provider on its cover triggers the jurisdictional, constitutional and trademark issues raised

in the BAPCO directory cover litigation, which is the subject of a Tennessee Court of Appeals ruling in BellSouth Advertising & Publishing Corporation v. Tennessee Regulatory Authority, Nos. M1998-00987-COA-R12-CV & M1998-01012-COA-R12-CV (Tenn. Ct. App., February 16, 2001). As the Court of Appeals' ruling was tendered during the pendency of this rulemaking, previous drafts properly had removed language concerning branding of the directory. Given the Court's finding that the Authority's regulation concerning the branding of directories was unconstitutional, removal of such language was compulsory. BAPCO questions why this change has been made at this time. Further, BAPCO submits that the Authority must not issue this or any other rule concerning the branding of directories unless and until the Supreme Court reverses the Court of Appeals in the above referenced case. Finally, BAPCO further respectfully refers the Authority to its comments filed on this subject in this docket on January 10, 2001 and March 7, 2001 and to the briefs filed in the pending appeal.

For the reasons stated above, BAPCO submits that the directors should reject the two changes referenced above in the June 12, 2002 draft of the proposed rules. In the alternative, the directors should allow an additional comment period for appropriate consideration of these proposed changes.

Should you have any questions or require anything further at this time, please do not hesitate to contact me.

Sincerely,



Guilford F. Thornton, Jr.

GFT/lb

CERTIFICATE OF SERVICE

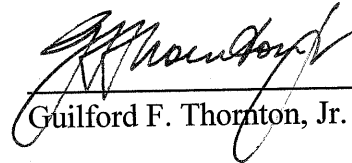
This is to certify that a copy of this pleading has been served upon the following counsel or designated representatives for all parties of record by U.S. Mail this the 17th day of June, 2002:

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